

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK**

IN RE

AIR CARGO SHIPPING SERVICES  
ANTITRUST LITIGATION

MDL No. 1775

Master File 06-MD-1775 (CBA) (VVP)

THIS DOCUMENT RELATES TO:  
All Actions

**DECLARATION OF GREGORY K. ARENSON**

Gregory K. Arenson declares:

1. I am a partner in the firm of Kaplan Fox & Kilsheimer LLP, one of the Co-Lead Counsel for plaintiffs in the above-captioned action. I submit this declaration in support of plaintiffs' motion for the approval of a procedure for the allocation of the Settlement Fund under the Settlement Agreement between Air Cargo Plaintiffs and Defendants Deutsche Lufthansa AG, Lufthansa Cargo AG, and Swiss International Air Lines Ltd., dated September 11, 2006, as amended. I have personal knowledge of the facts stated in this declaration.

2. Attached as Exhibit A is a true and correct copy of the Settlement Agreement between Air Cargo Plaintiffs and Defendants Deutsche Lufthansa AG, Lufthansa Cargo AG, and Swiss International Air Lines Ltd., dated September 11, 2006.

3. Attached as Exhibit B is a true and correct copy of the Amendment of January 4, 2007 to Settlement Agreement between Air Cargo Plaintiffs and Defendants Deutsche Lufthansa AG, Lufthansa Cargo AG, and Swiss International Air Lines Ltd.

4. Attached as Exhibit C is a true and correct copy of the Amendment of January 22, 2007 to Settlement Agreement between Air Cargo Plaintiffs and Defendants Deutsche Lufthansa AG, Lufthansa Cargo AG, and Swiss International Air Lines Ltd.

5. Attached as Exhibit D is a true and correct copy of the Amendment of April 27, 2007 to Settlement Agreement between Air Cargo Plaintiffs and Defendants Deutsche Lufthansa AG, Lufthansa Cargo AG, and Swiss International Air Lines Ltd.

6. Attached as Exhibit E is a true and correct copy of a [Proposed] Order Certifying Settlement Class, Preliminarily Approving Proposed Settlement, Scheduling Hearing for Final Approval Thereof, and Approving the Proposed Notice to the Class, which was filed on July 13, 2007, with Plaintiffs' Motion for Preliminary Approval of Settlement.

7. Attached as Exhibit F is a true and correct copy of the Agreement among Counsel for Air Cargo Plaintiffs Regarding the Allocation Procedure for the Lufthansa Settlement Fund, dated as of October 15, 2007.

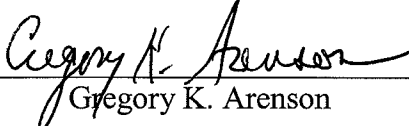
8. Attached as Exhibit G is a true and correct copy of a [Proposed] Order Approving A Procedure for the Allocation of the Settlement Fund Arising from the Lufthansa Settlement Agreement and Appointing Daniel H. Weinstein as Settlement Master.

9. Plaintiffs' counsel have conferred with counsel for Deutsche Lufthansa AG, Lufthansa Cargo AG, and Swiss International Air Lines Ltd. (the "Lufthansa Defendants") about this motion, and the Lufthansa Defendants have agreed to the relief sought.

10. Plaintiffs' counsel have conferred with counsel for the defendants other than the Lufthansa Defendants about this motion, and the other defendants do not oppose this motion.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 23, 2007.

  
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Gregory K. Arenson